

**HEARING DATE: OCTOBER 23, 2019  
AT: 10:00 A.M.**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

*In re*

**SEARS HOLDINGS CORPORATION, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**JOINDER OF SERTA, INC., SIMMONS COMPANY  
AND SIMMONS CARIBBEAN BEDDING, INC.  
TO THE MOTION OF MIEN CO. LTD., HELEN ANDREWS,  
STRONG PROGRESS GARMENT FACTORY COMPANY, LTD,  
SAMIL SOLUTIONS, SHANGHAI FOCHIER, PURCELL MURRAY,  
A&A HK INDUSTRIAL, MINGLE FASHION, MANSHEEN INDUSTRIES, LTD. AND  
AMW VIETNAM CO. LTD. FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§  
1112(b) EITHER DISMISSING THE CASE OR CONVERTING THE CASE TO A  
CHAPTER 7 LIQUIDATION**

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D.  
DRAIN, UNITED STATES  
BANKRUPTCY JUDGE:

For the reasons set forth in the *Motion of Mien Co. Ltd., Helen Andrews, Strong Progress Garment Factory Company, Ltd., Samil Solutions, Shanghai Fochier, Purcell Murray, A&A HK Industrial, Mingle Fashion, Mansheen Industries, Ltd. and AMW Vietnam Co. Ltd. for Entry of an Order Pursuant to 11 U.S.C. § 1112(b) Either Dismissing the Case or Converting the Case to a Chapter 7 Liquidation* [ECF No. 5161] (the “Conversion Motion”), Serta, Inc., Simmons Company and Simmons Caribbean Bedding, Inc. (collectively, “Simmons”), the holders of claims entitled to administrative priority pursuant to section 503(b)(9) of title 11 of the United States Code (the “Bankruptcy Code”), by its undersigned counsel, hereby submits this joinder to the Conversion Motion as to the dismissal of this case. The factual and legal arguments and authorities set forth in the Conversion Motion as to the dismissal of this case are incorporated by reference as though set forth fully herein.

This 27th day of September, 2019.

**ROGERS LAW OFFICES**

By: /s/Beth E. Rogers  
Beth E. Rogers  
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**UNITED STATES BANKRUPTCY  
COURT SOUTHERN DISTRICT OF  
NEW YORK**

*In re*

**SEARS HOLDINGS CORPORATION, *et al.*,  
(RDD) Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 18-23538**

**(Jointly Administered)**

**CERTIFICATE OF SERVICE**

I, Beth E. Rogers, hereby certify that on September 27, 2019, I caused true, complete and accurate copies of the **JOINDER OF SERTA, INC., SIMMONS COMPANY AND SIMMONS CARIBBEAN BEDDING, INC. TO THE MOTION OF MIEN CO. LTD., HELEN ANDREWS, STRONG PROGRESS GARMENT FACTORY COMPANY, LTD, SAMIL SOLUTIONS, SHANGHAI FOCHIER, PURCELL MURRAY, A&A HK INDUSTRIAL, MINGLE FASHION, MANSHEEN INDUSTRIES, LTD. AND AMW VIETNAM CO. LTD. FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§ 1112(b) EITHER DISMISSING THE CASE OR CONVERTING THE CASE TO A CHAPTER 7 LIQUIDATION** to be served upon each of the parties listed below via pre-paid properly addressed U.S. mail:

The Honorable Robert D. Drain  
United States Bankruptcy Judge  
United States Bankruptcy Court, S.D.N.Y.  
300 Quarropas Street  
White Plains, NY 10601

Sears Holdings Corporation  
3333 Beverly Road  
Hoffman Estates, IL 60179  
Attn: Stephen Sitley Esq.  
Luke J. Valentino, Esq.

Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 Attn: Ray C. Schrock, P.C. Jacqueline Marcus, Esq. Garret A. Fail, Esq. Sunny Singh, Esq.
Office of the United States Trustee for Region 2 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul Schwartzberg, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP <i>Attorneys for Bank of America, N.A.</i> 4 Times Square New York, NY 10036 Attn: Paul D. Leake, Esq. Shana A. Elberg, Esq. George R. Howard, Esq.
Davis Polk & Wardell LLP <i>Attorneys for Citibank, N.A.</i> 450 Lexington Avenue New York, NY, 10017 Attn: Marshall S. Huebner, Esq. Eli J. Vonnegut, Esq.
Cleary, Gottlieb <i>Attorneys for JPP, LLC</i> One Liberty Plaza New York, NY, 10006 Attn: Sean A. O'Neal, Esq.
Kelley Drye & Warren LLP Attorneys for Computershare Trust Company, N.A. 101 Park Avenue New York, NY 1017 Attn: Eric R. Wilson, Esq. <del>Benjamin D. Feder, Esq. T. Charlie Liu, Esq.</del>
Seyfarth Shaw LLP Attorneys for Wilmington Trust, National Association 620 Eighth Avenue New York, NY 10018 Attn: Edward M. Fox, Esq.
Carter Ledyard & Milburn LLP Attorneys for the Bank of New York Mellon Trust Company 2 Wall Street New York, NY 10015 Attn: James Gadsden, Esq.

Locke Lord LLP  
Attorneys for the Pension Benefit Guaranty Corporation  
111 South Wacker Drive  
Chicago, IL 60606  
Attn: Brian A. Raynor, Esq.

Akin Gump Strauss Hauer & Feld LLP  
Attorneys for the Official Committee of Unsecured  
Creditors  
One Bryant Park  
New York, NY 10036  
Attn: Philip C. Dublin, Esq.

I declare under penalty of perjury that the foregoing is true and correct.

This 27th day of September, 2019.

By: /s/Beth E. Rogers

Beth E. Rogers